

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

NORTHUMBERLAND COUNTY)
 RETIREMENT SYSTEM and OKLAHOMA)
 LAW ENFORCEMENT RETIREMENT SYSTEM,) Case No. CIV-11-520-D
 Individually and On Behalf of All Others Similarly)
 Situated,)
)
 Plaintiffs,)
)
 v.)
)
 GMX RESOURCES INC., et al.,)
)
 Defendants.)
)

ORDER APPROVING PLAN OF ALLOCATION OF NET SETTLEMENT FUND

Before the Court is the Class Representatives' Unopposed Motion for Final Approval of Settlement [Doc. No. 141] (the "Motion") and Memorandum of Law in Support Thereof [Doc. No. 142], which seek, *inter alia*, approval of the proposed plan for allocating the net settlement proceeds to the Settlement Class (the "Plan of Allocation") in the above-captioned consolidated class action (the "Litigation"). The Court has considered the Motion, all matters submitted in connection with the Motion and the proceedings on the Final Approval Hearing conducted on July 31, 2014. The Court finds the Plan of Allocation should be approved.

IT IS THEREFORE ORDERED as follows:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated March 25, 2014 [Doc. No. 137-1] (the “Stipulation”) and all terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court incorporates herein its findings of fact and conclusions of law from its Order Granting Final Approval of Class Action Settlement as if fully set forth.

3. The Court has jurisdiction to enter this Order approving the proposed Plan of Allocation, and over the subject matter of the Litigation and all parties to the Litigation, including all Settlement Class Members.

4. Notice of the Settlement, which included the Plan of Allocation at Appendix A, was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class is hereby determined to have been the best notice practicable under the circumstances, constitutes due and sufficient notice to all persons and entities entitled to receive such notice, and fully satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process.

5. Copies of the Notice were mailed to over 16,000 potential Settlement Class Members and nominees and no objection to the proposed Plan of Allocation was received.

6. The Court hereby finds and concludes that the Plan of Allocation mailed to Settlement Class Members is a fair and reasonable method to allocate the net settlement proceeds among Settlement Class Members, as it was formulated by competent counsel

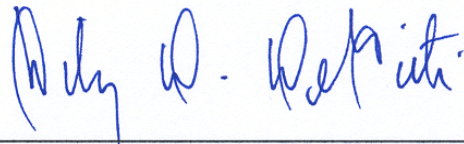
with the assistance of a damages expert, and is based on each Settlement Class Member's particular loss.

7. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation.

8. Any appeal or any challenge affecting this Order Approving Plan of Allocation of Net Settlement Fund shall in no way disturb or affect the finality of the Judgment, the Stipulation or the Settlement contained therein.

9. There is no reason for delay in the entry of this Order and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED this 31st day of July, 2014.



TIMOTHY D. DEGIUSTI
UNITED STATES DISTRICT JUDGE